

EDMUND D. CAMPBELL*
BENJAMIN W. DULANY*
KENNETH WELLS PARKINSON
DANIEL WEBSTER COON+
JAMES COBURN EASTMAN+*
ARTHUR C. ELGIN, JR.+
JAMES P. SCHALLER*
ROGER V. BARTH+
JAMES E. BRAMMER
PATRICIA D. GURNE
NICHOLAS STILLWELL McCONNELL+*
ALBERT A. FOER
ALAN R. SWENDIMAN+
PATRICK L. WOODWARD+
JAMES R. MICHAL+
WILFORD L. WHITLEY, JR.
ELIZABETH MEDAGLIA*
DAVID H. COX*
RICHARD W. BRYAN*

+ALSO ADMITTED IN MARYLAND
*ALSO ADMITTED IN VIRGINIA

LAW OFFICES
JACKSON, CAMPBELL & PARKINSON, P.C.

ONE LAFAYETTE CENTRE
SUITE 300 SOUTH
1120 20TH STREET, N.W.
WASHINGTON, D.C. 20036

INT'L TELEX: 64706
(202) 457-1600

October 6, 1982

HAND-DELIVERED

THOMAS SEARING JACKSON+
OF COUNSEL

MARYLAND OFFICE
200 A MONROE STREET
ROCKVILLE, MARYLAND 20850
(301) 340-0450

VIRGINIA OFFICE
2000 N. 16TH STREET
ARLINGTON, VIRGINIA 22201
(703) 522-1330

DIRECT DIAL NUMBER
457-1634

Ms. Agatha L. Mergenovich
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease Between MDFC Equipment
Leasing Corporation, as Lessor,
and United States Steel
Corporation, as Lessee;
Recordation File No. 13688

Dear Ms. Mergenovich:

In accordance with the provisions of Section 11303 of the revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1116 of Title 49 of the Code of Federal Regulations, I request, as special counsel for McDonnell Douglas Finance Corporation (MDFC), that the enclosed document be recorded and filed with the Interstate Commerce Commission.

You will find enclosed herewith an original and two (2) copies of an Individual Equipment Record (IER), dated as of September 27, 1982, by and between McDonnell Douglas Finance Corporation (MDFC) Equipment Leasing Corporation, as Lessor, and United States Steel, as Lessee. This IER is intended to effectuate the inclusion of four (4) Welded Hot Run Ingot Cars, bearing Road Nos. ET-162-165, inclusive, within the terms and conditions of an Equipment Lease Agreement, dated as of June 15, 1982 and which has been filed with your office in Recordation File No. 13688.

13688-A
RECORDATION NO. 1425
OCT 6 1982 3 40 PM
INTERSTATE COMMERCE COMMISSION
2-273A134

OCT 6 3 34 PM '82

Handwritten signature: A. S. [unclear]

Ms. Agatha L. Mergenovich
October 6, 1982
Page two

The parties to this Individual Equipment Record
(IER) are:

MDFC Equipment Leasing Corporation
P. O. Box 580
100 Oceangate, Suite 900
Long Beach, California 90801
Attention: President

and

United States Steel Corporation
600 Grant Street
Pittsburgh, Pennsylvania 15230
Attention: Vice President, Purchasing

You will also find enclosed herewith a check made payable to the Interstate Commerce Commission for the sum of Ten Dollars (\$10.00) in payment of the requisite filing fee.

Would you please stamp, as filed, and return the enclosed copies to my office at your earliest convenience?

If you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,

JACKSON, CAMPBELL & PARKINSON, P.C.

By: David H. Cox
David H. Cox

DHC/lg

Enclosures As Stated

cc: Mr. R.W. Cornelius

Interstate Commerce Commission

Washington, D.C. 20423

10/6/82

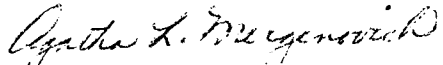
OFFICE OF THE SECRETARY

**David H. Cox
Jackson, Campbell & Parkinson, P.C.
One Lafayette Centre
Suite 300 South
1120 20th Street, N.W.
Washington, D.C. 20036**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **10/6/82** at **3:40pm**, and assigned re-recording number(s). **13638-A**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

INDIVIDUAL EQUIPMENT RECORD

IER NO. 662-005

Dated as of September 27, 1982 to that Equipment Lease Agreement dated as of June 15, 1982 between:

LESSOR: MDFC Equipment Leasing Corporation
P.O. Box 580
100 Oceangate, Suite 900
Long Beach, California 90801

RECORDATION NO. 100 Filed 1425

LESSEE: United States Steel Corp.
600 Grant Street
Pittsburgh, PA 15230

OCT 6 1982-3 40 PM

INTERSTATE COMMERCE COMMISSION

LOCATION OF EQUIPMENT: U. S. Steel; Edgar Thomson Plant; Braddock, PA
(Cars will travel on U. S. Steel Subsidiary Railroads
to other U. S. Steel plants in Alleghany County, PA)

ACCEPTANCE DATE: October 1, 1982

New <u>XXX</u> Used _____	Lessee's Purchase Order No. _____	Term: <u>12</u> year(s) <u>0</u> month(s) Commencing on the Acceptance Date	Security Deposit: \$ _____
Sale and Use Tax: PA# Exempt: <input checked="" type="checkbox"/> Exemption No. <u>00101</u> Capitalized <input type="checkbox"/> Based on Rentals ____% <input type="checkbox"/> Remit with each Payment	INSURANCE REQUIREMENTS: <u>SELF-INSURED</u> RISK SUPPLEMENTATION.		
RENTAL: \$ <u>Ø</u> payable upon execution of this IER, to be applied to the <u>N/A</u> rental installment. Payment of the <u>1st</u> through <u>24th</u> rental installments, each such rental installment to be in the amount of \$ <u>9,958.94</u> , shall commence on <u>April 1, 1983</u> and shall continue thereafter to be payable on the <u>1st</u> day of each <u>April and October</u> .			
EQUIPMENT DESCRIPTION AND SERIAL NO.(S) (SEE ATTACHED INVOICES):			
Equipment Description	Serial No.	Equipment Cost	
Four (4) Welded Hot Run Ingot Cars	ET - 162 ET - 163 ET - 164 ET - 165	\$144,500.00	

STIPULATED LOSS VALUES

PAYMENT NO.	STIPULATED LOSS AS A PERCENT OF ORIGINAL COST	PAYMENT NO.	STIPULATED LOSS AS A PERCENT OF ORIGINAL COST	PAYMENT NO.	STIPULATED LOSS AS A PERCENT OF ORIGINAL COST
Before Payment					
1	101.8				
After Payment					
1	103.5				
2	104.8				
3	101.6				
4	101.8				
5	98.4				
6	97.8				
7	93.1				
8	91.6				
9	85.9				
10	83.4				
11	76.9				
12	73.8				
13	70.5				
14	67.0				
15	63.3				
16	59.5				
17	55.4				
18	51.1				
19	46.6				
20	41.9				
21	36.9				
22	31.7				
23	26.2				
24	20.0				
& thereafter	20.0				

SPECIAL CONDITIONS (continued):

The Lessor hereby leases to Lessee, and Lessee hereby agrees to hire from Lessor, the equipment described herein. The Lessee hereby acknowledges and agrees, respecting the equipment described herein:

- (1) That Lessee has inspected the equipment fully and completely as to size, model, function and conformity to the purchase order.
- (2) That the equipment is of a size, design, function and manufacturer selected by Lessee.
- (3) That Lessee is satisfied that the same is suitable for its intended purposes and any special purposes of Lessee.
- (4) LESSOR IS NOT A MANUFACTURER OF THE EQUIPMENT OR A DEALER IN SIMILAR EQUIPMENT AND HAS NOT

INSPECTED THE EQUIPMENT PRIOR TO DELIVERY TO AND ACCEPTANCE BY LESSEE. LESSOR BY VIRTUE OF HAVING LEASED THE EQUIPMENT UNDER THIS LEASE OR BY VIRTUE OF ANY NEGOTIATIONS IN RESPECT OF THIS LEASE HAS NOT MADE AND DOES NOT MAKE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO TITLE, CONDITION, COMPLIANCE WITH SPECIFICATIONS, QUALITY, DURABILITY, SUITABILITY, MERCHANTABILITY OR FITNESS FOR USE OR FITNESS FOR A PARTICULAR PURPOSE OR TO ANY OTHER WARRANTY WHATSOEVER, EXPRESS OR IMPLIED, WITH RESPECT TO THE EQUIPMENT. THE EQUIPMENT IS LEASED HEREUNDER "AS IS".

(5) THAT THE EQUIPMENT IS NEW AND UNUSED, AND THAT THE EQUIPMENT HAS BEEN DELIVERED TO, IS NOW IN POSSESSION OF AND ACCEPTABLE TO LESSEE, AND THAT ALL OF THE EQUIPMENT IS ELIGIBLE FOR INVESTMENT TAX CREDIT OF NOT LESS THAN 10 %.

(6) THAT ALL OF THE EQUIPMENT IS 5 -YEAR RECOVERY PROPERTY.

The Lessee hereby represents and warrants that:

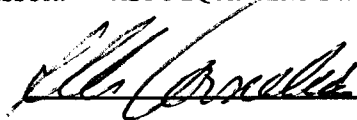
(1) The representations and warranties of the Lessee contained in the Lease Agreement are true and correct on and as of the date hereof as though made on and as of this date.

(2) No event has occurred and is continuing or will result from the lease of the equipment described herein which constitutes an Event of Default or would constitute an Event of Default but for the requirement that notice be given or time lapse or both.

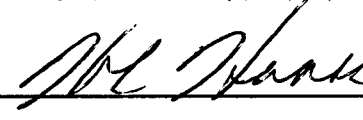
LESSOR: MDFC EQUIPMENT LEASING CORPORATION

LESSEE: UNITED STATES STEEL CORP.

By



By



Title

DIRECTOR

Title

Vice President-Purchasing

STATE OF PENNSYLVANIA)

COUNTY OF ALLEGHENY)

On this 28th day of September, in the year 1982, before me Karen S. Kraeuter, a Notary Public in and for said county, personally appeared Harold C. Haase, known to me to be the Vice President-Purchasing, of the corporation that executed the within instrument, and known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

My Commission Expires:

KAREN S. KRAEUTER, Notary Public
PITTSBURGH, ALLEGHENY COUNTY, PA.

MY COMMISSION EXPIRES
MARCH 2, 1985

Karen S. Krauter
Notary Public

STATE OF CALIFORNIA)

) SS.

COUNTY OF ORANGE)

On this 5th day of October, in the year 1982, before me Cynthia K. Wasinger, a Notary Public in and for said county, personally appeared R. Wade Cornelius, known to me to be the Director, of the corporation that executed the within instrument, and known to me to be the person who executed the within instrument on behalf of the corporation therein named.



Cynthia K. Wasinger
Cynthia K. Wasinger
Notary Public